

**BOIES, SCHILLER & FLEXNER LLP**

NEW YORK WASHINGTON DC FLORIDA CALIFORNIA NEW HAMPSHIRE

April 19, 2005

**VIA EFILING & FEDERAL EXPRESS**

Honorable David E. Peebles  
United States Magistrate Judge  
Northern District of New York  
James Hanley Federal Building  
100 S. Clinton Street  
PO Box 7345  
Syracuse, NY 13261-7345

**RE: Gragg v. International Management Group, Inc.**  
Civil Action No. 5:03-CV-00904 (NPM/DEP)

Dear Judge Peebles:

In accordance with the Court's Order, enclosed please find both a clean copy and a blackline version of the proposed First Amended Complaint. The changes reflect (1) the Court's denial of Plaintiff's motion to amend to reassert a breach of contract claim; (2) the delineation of the IMG entities from which Plaintiff is seeking relief in each of the separate counts; and (3) correction of the typographical error naming two Counts II.

Respectfully submitted,

  
George F. Carpinello

GFC:spl

cc via email: Mitchell J. Katz  
Robert C. Kilmer

*Permission to file First Amended  
Complaint is granted.*

So Ordered

  
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David E. Peebles

United States Magistrate Judge

Dated:

*4/25/05*  
Syracuse, New York

Case 5:03-cv-00904-NPM-DEP Magistrate Peebles ltr 4-19-05.doc